

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

JAN 08 2003

OFFICE OF  
MANAGING DIRECTOR

Todd D. Rosenberg  
O'Melveny & Myers LLP  
1650 Tysons Boulevard  
McLean, Virginia 22102

RE: Request for Waiver of Filing Fees  
For Allegheny Airlines, Piedmont  
Airlines, PSA Airlines, and USAirways  
Fee Control Nos. 00000RROG-03-019  
00000RROG-03-022  
00000RROG-03-021  
00000RROG-03-023  
00000RROG-03-020  
00000RROG-03-017

Dear Mr. Rosenberg:

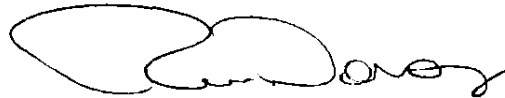
This is in response to the requests for waiver of application filing fees of various wireless licenses of U.S. Airways Group, Inc. (U.S. Airways Group) and its subsidiaries, based on financial hardship. Specifically this letter responds to your September 11, 2002 petition regarding Allegheny Airlines, Inc.'s (Allegheny) Application File No. 0001024990 with fees of \$150; your September 11, 2002 petition regarding Piedmont Airlines, Inc.'s (Piedmont) Application File No. 0001024981 with fees of \$400; your September 11, 2002 petition regarding PSA Airlines, Inc.'s (PSA) Application File No. 00001024985 with fees of \$150; your September 11, 2002 petition regarding U.S. Airways, Inc.'s (U.S. Airways) Application File No. 0001024997 with fees of \$8,300 (and your September 18, 2002 petition to waive the fees of \$1,900 to amend this application); and your September 13, 2002 consolidated petition regarding U.S. Airways, Piedmont, PSA, and Allegheny's Application File Nos. 0001027256, 0001027250, 0001027235, and 0001027242 with fees of \$65,400.

In your petitions, you attach a bankruptcy petition that shows that on August 11, 2002, U.S. Airways Group and seven of its subsidiaries, including Allegheny, Piedmont, PSA, and US Airways, filed a voluntary petition for reorganization pursuant to the provisions of Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court, Eastern District of Virginia.

Section 1.1117 of the Commission's Rules, 47 C.F.R. Section 1.1117, provides that filing fees may be waived upon a showing of good cause and a finding that the public interest will be served thereby. See Establishment of a Fee Collection Program to Implement the Provisions of the Consolidated Omnibus Budget Reconciliation Act of 1985, 2 FCC Rcd 3558, 3572-73 (1990). You have presented information showing that on August 11, 2002, U.S. Airways Group and seven of its subsidiaries, including Allegheny, Piedmont, PSA, and US Airways, filed a voluntary petition for reorganization pursuant to the provisions of Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court, Eastern District of Virginia. We find that this filing substantiates Allegheny's, Piedmont's, PSA's, and U.S. Airways' claims of financial hardship and demonstrates good cause for waiver of the filing fees. See MobileMedia Corporation, 14 FCC Rcd 8017, 8027 (1999) (bankruptcy establishes good cause for waive of filing fee). Therefore, your petitions for waiver of the filing fees referenced above are granted.

If you have any questions concerning this matter, please contact the Revenue & Receivables Operations Group at (202) 418-1995.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark A. Reger", written over a horizontal line.

 Mark A. Reger  
Chief Financial Officer



O'MELVENY & MYERS LLP

ORIGINAL

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SAN FRANCISCO  
WASHINGTON, D.C.  
HONG KONG  
LONDON  
SHANGHAI  
TOKYO

September 18, 2002

OUR FILE NUMBER  
882,605-569

**BY HAND DELIVERY**

Andrew S. Fishel, Managing Director  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. 20554

WRITER'S DIRECT DIAL  
703-918-2720

WRITER'S E-MAIL ADDRESS  
trosenberg@omm.com

**Re: US Airways, Inc., Debtor-in-Possession -**  
**Amendment to Petition for Waiver and/or Deferral of Fees**  
**Associated with Application File No. 0001024997**

Dear Mr. Fishel:

On behalf of US Airways, Inc., Debtor-in-Possession ("US Airways"), we hereby submit an original and four (4) copies of this request for waiver of the fee requirements and/or deferral of the obligation to pay the application filing fees pursuant to §§ 1.1102 and 1.1117(e) of the Commission's Rules, respectively. This request comes subsequent to an application to amend the *pro forma* involuntary assignment application filed by US Airways under File No. 0001024997. The amendment was necessitated by the incorrect association of certain US Airways' call signs with the FRN for US Airways Group, Inc. Commission staff, once notified, was able to correct the association, and the amendment application was then filed incorporating those additional call signs not included in the initial application.

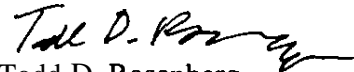
In the absence of a waiver, US Airways would be required to remit one-thousand nine-hundred dollars (\$1,900.00) in filing fees for the amended application.<sup>1</sup> As more fully set forth in the original fee waiver requests dated September 11, 2002, attached hereto, and incorporated by reference herein, imposing these fees would create an undue financial burden for US Airways, currently a debtor in possession under Chapter 11 of the Bankruptcy Code. The Commission has granted fee waiver requests to similarly situated licensees, and we request that it do so in this present case.<sup>2</sup>

<sup>1</sup> The following call signs are the aviation radio-navigation licenses used in calculating the amount of the amendment filing fee. Those call signs are as follows: WRLT4725, WRLT4726, WRLT4727, WRLT4728, WRLT4729, WRLT4730, WRLT4731, WRLT4732, WRLT4734, WRLT4760, WRLT4761, WRLT4764, WRLT4766, WRLT4776, WRLT4777, WRLT4778, WRLT4779, WRLT4780, and WRLT4783.

<sup>2</sup> See *Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965).

Please stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

A handwritten signature in black ink, appearing to read "Todd D. Rosenberg", with a stylized flourish at the end.

Todd D. Rosenberg  
for O'Melveny & Myers LLP

Counsel to US Airways, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (**via facsimile – 202-418-2227**)  
John Chudovan, Wireless Telecommunications Bureau (**via facsimile – 717-338-2850**)

O'MELVENY & MYERS LLP

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LONDON  
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RECEIVED - FCC

SEP 11 2002

Federal Communication Commission  
Bureau/Office

OUR FILE NUMBER  
882,605-569

WRITER'S DIRECT DIAL  
703-918-2720

WRITER'S E-MAIL ADDRESS  
trosenberg@omm.com

September 11, 2002

**BY HAND DELIVERY**

Andrew S. Fishel, Managing Director  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, D.C. **20554**


**Re: *Allegheny Airlines, Inc.***  
**Petition for Waiver and/or Deferral of Fees Associated**  
**with Application File No. 0001024990**

Dear Sir/Madam:

On behalf of Allegheny Airlines, Inc. ("Allegheny Airlines"), we hereby submit an original and four (4) copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules. Allegheny Airlines respectfully requests that this waiver request be reviewed in association with the above-referenced application.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

  
Todd D. Rosenberg  
for O'Melveny & Myers LLP

Counsel to Allegheny Airlines, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau (**via email**)  
John Chudovan, Wireless Telecommunications Bureau (**via email**)

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

In the Matter of

**ALLEGHENY AIRLINES, INC., DEBTOR-  
IN POSSESSION**

**File No. 0001024990**

Petition for Waiver of §1.1102 of the  
Commission's Rules in Connection with  
Application Filing Fees Associated with *Pro  
Forma* Applications for Involuntary Assignment  
for Various Wireless Licenses Pursuant to  
§1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application  
Filings Fees Pursuant to §1.1117 of the  
Commission's Rules and, in the alternative,  
waiver of §1.1117(e) of the Commission's  
Rules pursuant to 51.3 of the Commission's  
Rules.

To: Office of Managing Director

**PETITION FOR  
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT**

Allegheny Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). See **Exhibit 1**. The Application was necessitated by Allegheny Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

## **I. THE BANKRUPTCY**

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.<sup>1</sup> A copy of the bankruptcy filing is attached as **Exhibit 2**. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number 0001024990,

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<sup>1</sup>**See *In re US Airways Group, Inc., et al., Debtors***, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered. United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) PSA Airlines, Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

## II. THE PUBLIC INTEREST

### A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation. et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petitioner for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires **like** treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to



pay a total of one-hundred fifty dollars (\$150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *proforma* transaction does not entail any real changes in control of the Licensee. **As** stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

**B. The Fee Deferral Is In The Public Interest**

**As** revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

\* \* \* \*

**111. CONCLUSION**

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

By: Todd D. Rosenberg  
Todd D. Rosenberg  
Richard J. Dyer

Counsel to Allegheny Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP  
1650 Tysons Boulevard, Suite 1150  
McLean, Virginia 22102  
Telephone: (703) 918-2720  
Facsimile: (703) 918-2704

**EXHIBIT 1**

See attached application.

<b>FCC 603</b>	<b>FCC Wireless Telecommunications Bureau</b>	Approved by OMB 3060 - 0800 See instructions for
	<b>Application for Assignments of Authorization and Transfers of Control</b>	public burden estimate
		Submitted 09/10/2002 at 10:10PM
		File Number: <b>0001024990</b>

<b>1) Application Purpose Assignment of Authorization</b>	
2a) If this request is for an Amendment or Withdrawal enter the <b>File Number</b> of the pending application file with the FCC	File Number:
2b) File numbers of related pending applications currently on file with the FCC	

**Type of Transaction**

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? <b>Yes</b>
3b) If the answer to Item 3a is <b>Yes</b> , is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance for telecommunications licenses? <b>No</b>
4) For assignment of authorization only, is this a partition and/or disaggregation? <b>No</b>
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. <b>No</b>
5b) If a feasible waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result
6) Are attachments being filed with this application? <b>Yes</b>
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g. parents subsidiaries, or commonly controlled entities) that are not included on form and for which Commission approval is required? <b>Yes</b>
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this form and for which Commission approval is required? <b>NO</b>

**Transaction Information**

8) How will assignment of authorization or transfer of control be accomplished? <b>Court Order</b> If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: <b>Involuntary</b>

**Licensee/Assignor Information**

10) FCC Registration Number (FRN): <b>0003268604</b>			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): <b>Allegheny Airlines, Inc.</b>			
13) Attention To: <b>Marshall Swaringen</b>			
14) P.O. Box:	And / Or	15) Street Address: <b>5630 University Parkway</b>	
16) City: <b>Winston-Salem</b>	17) State: <b>NC</b>	18) Zip Code: <b>27105</b>	
19) Telephone Number: <b>(336)744-4938</b>		20) FAX Number: <b>(336)744-6321</b>	
21) E-Mail Address: <b>marshall_swaringen@usairways.com</b>			

**22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)**

<input type="checkbox"/> American Indian or Alaska	<input type="checkbox"/> Black or African-	<input type="checkbox"/> Native Hawaiian or Other Pacific
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<b>Race:</b>	Native:	Asian	American	Islander	White:
<b>Ethnicity:</b>	Hispanic or Latino	Not Hispanic or Latino:			
	Female	Male			

23) FCC Registration Number (FRN)			
24) First Name (if individual)	MI	Last Name	Suffix
25) Entity Name (if not an individual)			
26) P O Box	And / Or	27) Street Address	
28) City		29) State	30) Zip Code
31) Telephone Number	32) FAX Number		
33) E Mail Address			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name	MI	Last Name	Suffix
35) Company Name			
36) P O Box	And / Or	37) Street Address	
38) City		39) State	40) Zip Code
41) Telephone Number	42) FAX Number		
43) E Mail Address			

44) The Assignee is a(n) Corporation			
45) FCC Registration Number (FRN) <b>0003268604</b>			
46) First Name (if individual)	MI:	Last Name	Suffix
47) Entity Name (if other than individual) Allegheny <b>Airlines, Inc., Debtor-in-Possession</b>			
48) Name of Real Party in Interest			49) TIN
50) Attention To <b>Marshall Swaringen</b>			
51) P O BOX	And / Or	52) Street Address <b>5630 University Parkway</b>	
53) City <b>Winston-Salem</b>		54) State <b>NC</b>	55) Zip Code <b>27105</b>
56) Telephone Number <b>(336)744-4938</b>	57) FAX Number <b>(336)744-6321</b>		
58) E Mail Address <b>marshall_swaringen@usairways.com</b>			

61) P O Box	And / Or	62) Street Address <b>1650 Tysons Boulevard, Suite 1150</b>	
63) City <b>McLean</b>		64) State <b>VA</b>	65) Zip Code <b>22102</b>
66) Telephone Number <b>(703)918-2720</b>	67) FAX Number <b>(703)918-2704</b>		
68) E-Mail Address <b>trosenberg@omrn.com</b>			

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one fifth of the capital stock is owned of record or voted by aliens or representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign	No

73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital is owned or record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If "Yes", attach exhibit explaining nature and extent of alien or foreign ownership or	No
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### Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by Commission? If "Yes", attach exhibit explaining circumstances.	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee or any party to this application ever been convicted of a felony by any state or federal court? If "Yes", attach exhibit explaining	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If "Yes", attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any matter referred to in the preceding two items? If "Yes", attach exhibit explaining circumstances.	No

### 78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

<b>Race:</b>	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White	
<b>Ethnicity:</b>	Hispanic or Latino	Not Hispanic or Latino				
<b>Gender:</b>	Female	Male				

### Assignor/Transferor Certification Statements

(1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
(2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
(79) Typed or Printed Name of Party Authorized to Sign	
First Name: Jennifer	MI: C
Last Name: McGarey	
Suffix:	
(80) Title: Secretary	
Signature: Jennifer C McGarey	
(81) Date: 09/10/02	

### Assignee/Transferee Certification Statements

(1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).	
(2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an in accordance with this application.	
(3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.	
If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.	
(4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferee under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for (for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferee prior to this assignment.	
(5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.	
(6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b).	
(7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 with this application, or (3) is not required to file Form 602 under the Commission's rules.	

Signature Jennifer C McGarey		84) Date: 09/10/02

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
WPFY356						
WRP469						

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0a00 See instructions for public burden estimate
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**1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming <b>the</b> same category or <b>a</b> smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?
If 'Yes', is the Assignee applying for installment payments?

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets
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**3) Certification Statements****For Assignees Claiming Eligibility as an Enterprise in the Commercial Market**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
--

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Corporation, as set out in the applicable FCC rules.
---

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole Control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole Control group member is a pre-existing entity, if applicable.

**Assignee** certifies that *they* meet the definition of a Rural Telephone Company as set out in the applicable *FCC rules* and must disclose all parties to **agreement(s)** to partition licenses won in this auction. See applicable *FCC rules*.

### Transfers of Control

#### 4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally

If 'Yes', the new category of eligibility of the licensee is:

#### Certification Statement for Transferees

Transferee certifies that the answers **provided** in Item 4 are true and correct.

Attachment Type	Date	Description	Contents
Other	09/10/02	Description of Transaction	0177866277289566655670605.pdf
Other	09/10/02	Bankruptcy Petition	0177866297289566655670605.pdf
Waiver	09/10/02	Waiver	0177866507289566655670605.pdf



## EXHIBIT 1

### DESCRIPTION OF TRANSACTION

Allegheny Airlines, Inc., Debtor-in-Possession (“Assignee”) hereby submits its application for *pro forma* assignment of the licenses issued to Allegheny Airlines, Inc. (“Licensee”) by the Federal Communications Commission (“Commission”) (the “Application”). **As** described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission’s Rules, which requires that *pro forma* applications for assignment or transfer of control be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy. **As** the Commission’s Rules require that such applications be filed no later ~~than~~ 30 days after the event causing the involuntary assignment or transfer, the Application *is* timely **filed**.

US Airways Group, Inc., (“Parent”) filed a petition for relief under Chapter 11 of Title 11 of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on August 11, 2002.<sup>1</sup> With these filings, the legal status of each of Parent, Licensee, US Airways, PSA and Piedmont (collectively, the “Subsidiaries”) was converted to “Debtor-in-Possession.” The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations **as** commercial airlines.

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<sup>1</sup> See *In re US Airways Group, Inc., et al., Debtors*, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. (“US Airways”), (4) PSA Airlines, Inc. (“PSA”), (5) Piedmont Airlines, Inc., (“Piedmont”), (6) MidAtlantic Airlines, Inc. (“MidAtlantic”), (7) US Airways Leasing & Sales, Inc. (“GALS”) and (8) Material Services Company, Inc. (“MSC”). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

The Applications are necessary under the Commission's Rules simply to reflect the *pro forma* change in the status of the Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing and ~~thus~~, it is timely filed pursuant to Section 1.948(c)(2).<sup>2</sup>

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director ~~with~~ respect to the application filing fees required in connection with the Application. A copy of the petition (which will be filed tomorrow) is attached to the Application.

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<sup>2</sup>The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in this Exhibit 1 to the extent necessary

<b>FORM B1</b> <b>United States Bankruptcy Court</b> <b>Eastern District of Virginia</b>						<b>Voluntary Petition</b>																		
Name of Debtor (if individual, enter Last, First, Middle): <b>US Airways Group, Inc.</b>				Name of Joint Debtor (Spouse) (Last, First Middle):																				
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):  <b>USAir Group, Inc.</b>				All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																				
Soc. Sec./Tax I.D. No. (if more than one, state all): <b>54-1194634</b>				Soc. Sec./Tax I.D. No. (if more than one, state all):																				
Street Address of Debtor (No. & Street, City, State & Zip Code) <b>2345 Crystal Drive</b> <b>Arlington, VA 22227</b>				Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																				
County of Residence or of the Principal Place of Business <b>Arlington</b>				County of Residence or of the Principal Place of Business																				
Mailing Address of Debtor (if different from street address)				Mailing Address of Joint Debtor (if different from street address):																				
Location of Principal Assets of Business Debtor (if different from street address above):																								
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																								
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																								
<b>Type of Debtor (Check all boxes that apply)</b> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____				<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																				
<b>Nature of Debts (Check one box)</b> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business				<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form No. 3																				
<b>Chapter 11 Small Business (Check all boxes that apply)</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional)																								
<b>Statistical/Administrative Information (Estimates only)*</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors							THIS SPACE IS FOR COURT USE ONLY																	
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">Estimated Number of Creditors</td> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>								Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over																		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																		
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: left;">Estimated Assets</td> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>							Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																
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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>																

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>US Airways Group, Inc.</b>		<b>FORM B1, Page</b>
<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)				
Location Where Filed: <b>None</b>	Case Number:	Date Filed:		
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)				
Name of Debtor: <b>See Annex A</b>	Case Number:	Date Filed:		
District:	Relationship:	Judge:		
<b>Signatures</b>				
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  <b>X</b> _____ Signature of Joint Debtor  _____ Telephone Number (if not represented by attorney)  _____ Signature of Debtor  _____ Date		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition		
_____ Signature of Joint Debtor  _____ Telephone Number (if not represented by attorney)  _____ Signature of Debtor  _____ Date		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. <b>X</b> _____ Signature of Attorney for Debtor(s)                      Date		
_____ Signature of Debtor  _____ Date		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No		
<b>Signature of Attorney</b> /s/ John Wm. Butler, Jr. Signature of Attorney for Debtor(s)  John Wm. Butler, Jr. John K. Lyons Printed Name of Attorney for Debtor(s)  Skadden, Arps, Slate Meagher & Flom (Illinois) Firm Name  333 West Wacker Drive Chicago, IL 60606 Address  (312) 407-0700 Telephone Number  August 11, 2002 Date		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  _____ Printed Name of Bankruptcy Petition Preparer  _____ Social Security Number  _____ Address  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document  _____ Signature of Bankruptcy Preparer  _____ Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110. 18 U.S.C. § 1256.		
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. <b>X</b> /s/ David N. Siegel _____ Signature of Authorized Individual David N. Siegel Printed Name of Authorized Individual Authorized Signatory, US Airways Group, Inc. Title of Authorized Individual August 11, 2002 Date		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  _____ Signature of Bankruptcy Preparer  _____ Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110. 18 U.S.C. § 1256.		

**Annex A - Affiliate Debtors**

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc.
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. PSA Airlines, Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, Inc.
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

-----  
In re:

US Airways Group, Inc.,

Debtor

Chapter 11

Case No. 02-\_\_\_\_\_

-X

**Exhibit "A" to Voluntary Petition**

- 1 The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934  
The Debtor's SEC file number is 1-8444

The following unaudited financial data is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a.	Total assets	<u>\$7,807,000,000</u>
b.	Total debts (including debts listed in 2.c., below)	<u>\$7,830,000,000</u>
c.	Debt securities held by more than 500 holders	<u>0</u>
d.	Number of shares of preferred stock:	<u>0</u> issued and outstanding <u>8,000,000</u> <sup>1</sup> authorized
e.	Number of shares common stock:	<u>68,133,000</u> <sup>2</sup> issued and outstanding <u>150,000,000</u> authorized

- 3 Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USAI"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., MidAtlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail.

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<sup>1</sup> Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

<sup>2</sup> At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc.  
601 Pennsylvania Avenue, N.W., Suite 900  
South Building  
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

-----

-x

In re:

Chapter 11

US Airways Group, Inc.,

Case No. 02-\_\_\_\_\_

Debtor

-----x

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.<sup>1</sup>

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.<sup>2</sup>

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<sup>1</sup> The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

<sup>2</sup> The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.



	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
1	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION  Douglas Wilson  One Oxford Centre 301 Gram Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080  Fax: (412) 751-9301	Unsecured Facilities Loan	C	\$ 71,140,000
2	WILMINGTON TRUST COMPANY  Robert P. Hires, Jr. Financial Services Officer, Corporate Trust Rodney Squire North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197  Fax: (302) 636-4140	Trade -Aircraft/Deferred Payments	C  U D	\$ -
3	ELECTRONIC DATA SYSTEMS CORPORATION  Doug Frederick President, Operations Solutions 5400 Legacy Drive Mail Drop H3-3C-47 Plano, TX 75024 USA	Phone: (972) 797-4069  Fax: (972) 605-4555	Trade -Contractual	C  D	\$ 46,909,431
4	STATE STREET BANK AND TRUST CO.  E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754  Fax: (617) 662-1456	Trade -Aircraft/Deferred Payments	C  U D	\$ 36,114,451
5	FIRST UNION NATIONAL BANK  Robert L. Bice, Jr.  Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 713-3021  Fax: (704) 374-6682	Trade -Aircraft/Deferred Payments	C  U D	\$ 16,285,791
6	GENERAL ELECTRIC CAPITAL CORP.  Ron Wanshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316-7560  Fax: (203) 961-6906	Trade -Aircraft/Deferred Payments	C  U  D	\$ 12,795,000
	Jad Mansour  555 California Street  San Francisco, CA 94104 USA	Fax: (415) 765-181		D	
	Edward Mueller 1000 Airport Blvd.  Pittsburgh, PA 15231 USA <b>CITY OF PHILADELPHIA</b>  Leslie Turner Philadelphia International Airport  Philadelphia, PA 19153 USA <b>CITY OF CHARLOTTE AIRPO</b>	Fax: (412) 472-5725    Phone: (215) 937-5480  Fax: (215) 937-5480	Authority   Trade -Airport Authority		\$ 3,167,485
10	Carrie Blackwell 5501 R. Josh Birmingham Parkway  Charlotte, NC 28219 USA	(704) 359-4950			

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
11	<b>USG SKY CHIEFS</b>  Mike Mesko 524 E Lamar Blvd  Arlington, TX 76011 USA	Phone: (817) 792-2303  Fax: (817) 792-2460	Trade - Food Service	N/A	\$ 2,542,873
12	<b>DEBIS</b>  Tim Bergum 100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (954) 760-7777  Fax: (954) 760-7716	Trade - Reum Claims	C  D	\$ 1,830,017
13	<b>BOEING COMMERCIAL AIRPLANES</b>  Jennifer Bergama 635 Park Ave. N. Mail Code Mx 6X Uj Altn Cashier Mx 6X Cf Renton, WA 98055 USA	Phone: (206) 655-1131  Fax: (425) 237-3830	Trade - Aircraft Parts/Maintenance		\$ 1,297,012
14	<b>AIR CARGO INCORPORATED</b>  Jenny White 1819 Bay Ridge Ave	Phone: (410) 280-5568  Fax: (410) 263-8208	Trade - Cargo Handling	N/A	\$ 1,269,841
	<b>Scott Nicholson</b> 500 Naches Ave Sw 3RD Floor Mc 6Y-14 Seattle, WA 98107 USA	(425) 393-2904	mis	U D	
	<b>Pamela Powell</b> Philadelphia International Airport Terminal E  Philadelphia, PA 19153 USA	Fax: (610) 461-6700			
17	<b>FAIRCHILD DORNIER (NA)</b>  Ed Mathon 10823 North East Entrance  San Antonio, TX 78216 USA	Phone: (210) 804-7719  Fax: (210) 824-3021	Trade - Aircraft Parts/Maintenance	N/A	\$ 9,900,000
18	<b>CHARLES E SMITH COMMERCIAL REALTY</b>  Vicki Lauren 2345 Crystal Drive  Arlington, VA 22202 USA	Phone: (703) 769-1254  Fax: (703) 769-1190	Trade - Real Estate Services	N/A	\$ 893,382
19	<b>SAN FRANCISCO AIRPORTS COMMISSION</b>  Jess Balageas San Francisco International Airport 6TH Floor Rm 644  San Francisco, CA 94128 USA	Phone: (650) 821-2843  Fax: (650) 821-2846	Trade - Airport Authority	N/A	\$ 841,464
20	<b>AIRPLANES GROUP</b>  Finna Roche Aviation House  Shannon Co. Claire, Ireland	Phone: 353 61 706392  Fax: 353 86 8166392	Trade - Reum Claims	C D	\$ 798,968

7

Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
<b>UNITED HEALTHCARE</b>  Rory Doty 22703 Network Place  Chicago, IL 60673-1237 USA	Phone: (813)818-5613  Fax: (813)854-3359	Trade - Medical & Denial	N/A	\$ 777,096
<b>THE ROYAL BANK OF SCOTLAND</b>  Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Phone: 020 7648 3814  Fax: 020 7615 0106	Trade - Aircraft/Deferred Payments	C  U D	\$ 753,908
<b>HONEYWELL INTERNATIONAL INC</b>  Lori Haheger 875 W Elliot Rd Ste 106  Tempe, AZ 85284 USA	Phone: (913)712-0400  Fax: (913)712-5867	Trade - Aircraft Parts/Maintenance	N/A	\$ 687,911
<b>HAMILTON SUNDSTRAND</b>  Steven Gabscheid 4747 Harrison Ave.  Rockford, IL 61125 USA	Phone: (815)394-2945  Fax: (815)394-3558	Trade - Aircraft Parts/Maintenance	N/A	\$ 608,642
<b>ROCKWELL COLLINS</b>  Brian J. Seehr 400 Collins Rd. Ne  Cedar Rapids, IA 52498 USA	Phone: (319)293-3293  Fax: (319)293-4092	Trade - Aircraft Parts/Maintenance	N/A	\$ 585,646
<b>HIGHWOODS FORSYTH LTD PARTNERSHIP</b>  Allison Saucy 380 Kirtlandwood Street Ste 430  Winston Salem, NC 27103 USA	Phone: (336)631-9000  Fax: (336)725-1969	Trade - Aircraft Parts/Maintenance	N/A	\$ 575,746
<b>TOWERS PERRIN</b>  Mark Duncan 1500 Market Street  Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700  Fax: (416)960-2819	Trade - Other Professional	N/A	\$ 567,848
<b>GREATER ORLANDO AVIATION AUTHORITY</b>  Patti Everst One Airport Blvd  Orlando, FL 32827 USA	Phone: (407)825-2017  Fax: (407)825-2259	Trade - Airport Authority	N/A	\$ 548,574
<b>HILLSBOROUGH COUNTY AVIATION AUTHORITY</b>  Ginny Brewer Tampa International Airport 3Rd Level  Tampa, FL 33607 USA	Phone: (813)870-8700  Fax: (813)875-6670	Trade - Airport Authority	N/A	\$ 502,340
<b>GOODRICH FAIRHOPE SERVICE</b>  Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerospace Structures Gp Foley, AL 36535 USA	Phone: (251)952-3377  Fax: (251)952-3376	Trade - Aircraft Parts/Maintenance	N/A	\$ 404,727

[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief.

Date: August 11, 2002

Signature: /s/ David N. Siegel  
Authorized Signatory  
**US Airways Group, Inc**

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

**In re**

US Airways Group, Inc

Care No. 02-

Chapter 11

**Debtor(s)**

**DECLARATION OF DIVISIONAL VENUE**

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

**ALEXANDRIA DIVISION**

Cities:

- ☐ Alexandria-510
- ☐ Fairfax-600
- ☐ Falls Church-610
- ☐ Manassas-683
- ☒ Manassas Park-6x5

Counties:

- ☐ Arlington-013
- ☐ Fairfax-059
- ☒ Fauquier-061
- ☐ Loudoun-107
- ☒ Prince William-153
- ☐ Stafford-179

**RICHMOND DIVISION**

Cities:

- ☐ Richmond (city)-760
- ☐ Colonial Heights-570
- ☐ Emporia-595
- ☒ Fredericksburg-630
- ☐ Hopewell-670
- ☐ Petersburg-730

Counties:

- ☐ Amelia-007
- ☒ Brunswick-025
- ☒ Caroline-033
- ☐ Charles City-036
- ☐ Chesterfield-041
- ☐ Dinwiddie-053
- ☒ Essex-057
- ☒ Coachland-075
- ☐ Greenville-081
- ☒ Hanover-085
- ☐ Henrico-087
- ☒ King end Queen-097
- ☒ King George-099
- ☐ King William-101
- ☐ Lancaster-103
- ☒ Lunenburg-111
- ☒ Mecklenburg-117
- ☒ Middlesex-119
- ☐ New Kent-127
- ☐ Northumberland-133
- ☐ Nottoway-135
- ☐ Powhatan-145
- ☐ Prince Edward-147
- ☒ Prince George-149
- ☒ Richmond (county)-159
- ☐ Spotsylvania-177
- ☐ Surry-181
- ☐ Sussex-183
- ☐ Westmoreland-193

**NORFOLK DIVISION**

Cities:

- ☐ Norfolk-710
- ☐ Cape Charles-535
- ☒ Chesapeake-550
- ☐ Franklin-620
- ☒ Portsmouth-740
- ☐ Suffolk-800
- ☐ Virginia Beach-X10

Counties:

- ☐ Accomack-001
- ☐ Isle of Wight-093
- ☐ Northampton-131
- ☐ Southampton-175

**NEWPORT NEWS DIVISION**

Cities:

- ☐ Newport News-700
- ☐ Hampton-650
- ☐ Poquoron-735
- ☐ Williamsburg-830

Counties:

- ☐ Gloucester-073
- ☒ James City-095
- ☒ Mathews-115
- ☐ York-199

Date: August 11, 2002

/s/ Lawrence E. Rifken

**Signature of Attorney or Pro Se Debtor**

- ☐ There is a bankruptcy case concerning debtor's affiliate general partner, or partnership pending in this Division.

\_\_\_\_\_  
Signature of Joint Debtor (if case is a joint case and debtors are not represented by an attorney)

**SECRETARY'S CERTIFICATE**

***US Airways, Group, Inc.***

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002.

/s/ Jennifer C. McGarey  
Jennifer C. McGarey

**RESOLUTIONS**  
**ADOPTED BY BOARD OF DIRECTORS OF**  
**US AIRWAYS GROUP, INC.**

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case.

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or



cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

## **Schedule A**

### **Subsidiaries**

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

In the Matter of

**ALLEGHENY AIRLINES, INC.. DEBTOR-  
IN POSSESSION**

Petition for Waiver of §1.1102 of the  
Commission's Rules in Connection with  
Application Filing Fees Associated with *Pro  
Forma* Applications for Involuntary Assignment  
for Various Wireless Licenses Pursuant to  
§1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application  
Filing Fees Pursuant to §1.1117 of the  
Commission's Rules and, in the alternative,  
waiver of §1.1117(e) of the Commission's  
Rules pursuant to § 1.3 of the Commission's  
Rules.

File No. \_\_\_\_\_

To: Office of Managing Director

**PETITION FOR  
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT**

Allegheny Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). See **Exhibit 1**. The Application was necessitated by Allegheny Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

## **I. THE BANKRUPTCY**

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.<sup>1</sup> A copy of the bankruptcy filing is attached as **Exhibit**

**2.** With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number

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<sup>1</sup>See *In re US Airways Group, Inc., et al., Debtors*, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered. United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) PSA Airlines, Inc. ("PSA"), (5) Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("Mid Atlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

## II. THE PUBLIC INTEREST

### A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be 'waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest.' 47 C.R.F. §1.1117(a). Accordingly: Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that ~~its~~ bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest **by** enabling [the carrier] to preserve assets that will accrue to innocent creditors." ***Supra.*** See also, *Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan. Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. See *Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). **As** set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to

pay a total of one-hundred fifty dollars (\$150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *pro forma* transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

**B. The Fee Deferral Is In The Public Interest**

**As** revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires **that** a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972).

\* \* \* \*

### **III. CONCLUSION**

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application

Respectfully submitted,

By: \_\_\_\_\_

Todd D. Rosenberg  
Richard J. Dyer

Counsel to Allegheny Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP  
1650 Tysons Boulevard, Suite 1150  
McLean, Virginia 22102  
Telephone: (703) 918-2720  
Facsimile: (703) 918-2704

**EXHIBIT 1**

See attached application



**EXHIBIT 2**

See attached bankruptcy petition.

**EXHIBIT 2**

See attached bankruptcy petition.

FORM B1

**United States Bankruptcy Court**  
Eastern District of Virginia

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle):  
**US Airways Group, Inc.**

Name of Joint Debtor (Spouse) (Last, First Middle)

All Other Names used by the Debtor in the last 6 years  
(include married, maiden, and trade names):

**USAir Group, Inc.**

All Other Names used by the Joint Debtor in the last 6 years  
(include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):  
**54-1194634**

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, City, State & Zip Code)  
**2345 Crystal Drive  
Arlington, VA 22227**

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):

County of Residence or of the  
Principal Place of Business **Arlington**

County of Residence or of the  
Principal Place of Business

Mailing Address of Debtor (if different from street address)

Mailing Address of Joint Debtor (if different from street address)

Location of Principal Assets of Business Debtor  
(if different from street address above):

**Type of Debtor** (Check all boxes that apply)

☐ Individual(s) ☐ Railroad  
☒ Corporation ☐ Stockbroker  
☐ Partnership ☐ Commodity Broker  
☐ Other \_\_\_\_\_

**Chapter or Section of Bankruptcy Code Under Which  
the Petition is Filed** (Check one box)

☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13  
☐ Chapter 9 ☐ Chapter 12  
☐ Sec. 304 - Case ancillary to foreign proceeding

**Nature of Debts** (Check one box)

☐ Consumer/Non-Business ☒ Business

**Filing Fee** (Check one box)

☒ Full Filing Fee attached  
☐ Filing Fee to be paid in installments (Applicable to individuals only.)  
 Must attach signed application for the court's consideration certifying that  
 the debtor is unable to pay fee except in installments.  
 Rule 1006(b) See Official Form No. 3.

**Chapter 11 Small Business** (Check all boxes that apply)

☐ Debtor is a small business as defined in 11 U.S.C. § 101  
☐ Debtor is and elects to be considered a small business under 11 U.S.C. §  
 1121(e) (Optional)

**Statistical/Administrative Information** (Estimates only)\*

☒ Debtor estimates that funds will be available for distribution to unsecured creditors.  
☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds  
 available for distribution to unsecured creditors.

THIS SPACE IS FOR COURTUSE ONLY

Estimated Number of Creditors

1-15	16-49	50-99	100-199	200-999	1000-over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Assets

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Estimated Debts

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):  
**US Airways Group, Inc.**

FORM B1, Page

**Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)Location  
Where Filed **Sone**

Case Number

Date Filed

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)Name of Debtor:  
**See Annex A**

Case Number:

Date Filed

District:

Relationship:

Judge:

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

\_\_\_\_\_  
Signature of Joint Debtor\_\_\_\_\_  
Telephone Number (if not represented by attorney)\_\_\_\_\_  
Signature of Debtor\_\_\_\_\_  
Date**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter

☒ \_\_\_\_\_  
Signature of Attorney for Debtor(s) Date**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.  
☒ No**Signature of Attorney**/s/ John Wm. Butler, Jr.  
Signature of Attorney for Debtor(s)John Wm. Butler, Jr.  
John K. Lyons  
Printed Name of Attorney for Debtor(s)Skadden, Arps, Slate  
Meagher & Flom (Illinois)  
Firm Name333 West Wacker Drive  
Chicago, IL 60606  
Address(312) 407-0700  
Telephone Number

August 11, 2002

**Signature of Attorney**/s/ Lawrence E. Rifken  
Signature of Attorney for Debtor(s)Lawrence E. Rifken (VSB No. 29037)  
Printed Name of Attorney for Debtor(s)McGuireWoods LLP  
Firm Name1750 Tysons Boulevard, Suite 1800  
McLean, VA 22102-4215  
Address(703) 712-5000  
Telephone NumberAugust 11, 2002  
Date**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document

\_\_\_\_\_  
Printed Name of Bankruptcy Petition Preparer\_\_\_\_\_  
Social Security Number\_\_\_\_\_  
Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

\_\_\_\_\_  
Signature of Bankruptcy Preparer\_\_\_\_\_  
Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110, 18 U.S.C. § 1256

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition is true and correct, and that I have been authorized to file this petition on behalf of the Debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

☒ /s/ David N. Siegel\_\_\_\_\_  
Signature of Authorized Individual  
David N. Siegel\_\_\_\_\_  
Printed Name of Authorized Individual  
Authorized Signatory, US Airways Group, Inc.\_\_\_\_\_  
Title of Authorized IndividualAugust 11, 2002  
Date

**Annex 4 - Affiliate Debtors**

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc.
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. PSA Airlines, Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, Inc.
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

-----X  
In re: :  
 : Chapter 11  
US Airways Group, Inc., :  
 : Case No. 02- \_\_\_\_\_  
Debtor. :  
-----X

**Exhibit "A" to Voluntary Petition**

1. The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.
2. The following unaudited financial data is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a	Total assets	<u>\$7,807,000,000</u>
b	Total debts (including debts listed in 2.c., below)	<u>\$7,830,000,000</u>
c.	Debt securities held by more than 500 holders	<u>0</u>
d.	Number of shares of preferred stock.	<u>0</u> issued and outstanding <u>8,000,000</u> <sup>1</sup> authorized
e	Number of shares common stock:	<u>68,133,000</u> <sup>2</sup> issued and outstanding <u>150,000,000</u> authorized

3. Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc ("USAI"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., Mid Atlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail.

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<sup>1</sup> Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

<sup>2</sup> At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc.  
601 Pennsylvania Avenue, N.W., Suite 900  
South Building  
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

-----  
In re

US Airways Group, Inc

Chapter 11

Case No. 02-

Debtor :

-x

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.<sup>1</sup>

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.<sup>2</sup>

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<sup>1</sup> The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

<sup>2</sup> The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.



	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S
1	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C
2	WILMINGTON TRUST COMPANY Robert P. Hines, Jr. Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19800 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade - Aircraft/Deferred Payments	C U D
3	ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President, Operation Solutions 5400 Legacy Drive Monte Dora H3 SC 47 Plano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade - Contractual	C D
4	STATE STREET BANK AND TRUST CO. E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade - Aircraft/Deferred Payments	C U D
5	FIRST UNION NATIONAL BANK Robert L. Bice, Jr. Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715-3021 Fax: (704) 374-6682	Trade - Aircraft/Deferred Payments	C U D
6	GENERAL ELECTRIC CAPITAL CORP. Ron Wainshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06027 USA	Phone: (203) 316-7560 Fax: (203) 961-6906	Trade - Aircraft/Deferred Payments	C U D
7	AIRLEASE Jad Mansour 555 California Street San Francisco, CA 94104 USA	Phone: (415) 765-1848 Fax: (415) 765-1817	Trade - Rent Claims	C D
8	ALLEGHENY COUNTY AIRPORT Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15201 USA	Phone: (412) 472-5559 Fax: (412) 472-5725	Trade - Airport Authority	N/A
	Authority	Fax: (215) 937-5480	Authority	
	Carrie Blackwell 5501 Rt. Josh Birmingham Parkway Chickadee, KY 40310 USA	Fax: (704) 359-4950	Authority	

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Amount of Claim
11	USG SKY CHEFS Mike Mesko 524 E Lamar Blvd Arlington, TX 76011 USA	Phone: (817) 792-2303 Fax: (817) 792-2460	Trade - Food Service	N/A	\$ 2,512,873
12	Tim Bergin 100 Se Third Ave Suite 860 FL Lauderdale, FL 33301 USA	Fax: (954) 760 7716		D	
13	HOFFING COMMERCIAL AIRPLANES Jennifer Bergsma 635 Park Ave. N. Mail Code Ms 6X UJ Airtm Cashier Ms 6X CF Renton, WA 98055 USA	Phone: (206) 655-1131 Fax: (425) 237-3830	Trade - Aircraft Parts/Maintenance	N/A	\$ 1,297,012
14	AIR CARGO INCORPORATED Jenny White 1819 Bay Ridge Ave Annapolis, MD 21403 USA	Phone: (410) 280-5568 Fax: (410) 263-8208	Trade - Cargo Handling	N/A	\$ 1,269,841
15	BOEING CAPITAL Scott Nicholson 500 Naches Ave Sw 3RD Floor Mc 6Y-14 Renton, WA 98055 USA	Phone: (425) 393-0970 Fax: (425) 393-2904	Trade - Aircraft/Deferred Payments	C U D	\$ 1,090,000
16	INTERBORO SCHOOL DISTRICT Pamela Powell Philadelphia International Airport Terminal E Philadelphia, PA 19153 USA	Phone: (610) 461-6700 Fax: (610) 461-6700	Trade - Airport Authority	N/A	\$ 1,058,793
17	FAIRCILD DORNER (NA) Ed Melhor 10823 North East Entrance San Antonio, TX 78216 USA	Phone: (210) 804-7719 Fax: (210) 824-3021	Trade - Aircraft Parts/Maintenance	N/A	\$ 907,030
18	CHARLES E SMITH COMMERCIAL REALTY Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703) 769-1254 Fax: (703) 769-1190	Trade - Real Estate Services	N/A	\$ 893,382
19	SAN FRANCISCO AIRPORTS COMMISSION Jessa Balagreas San Francisco International Airport 6Th Floor Rm 644 San Francisco, CA 94128 USA	Phone: (650) 821-2843 Fax: (650) 821-2846	Trade - Airport Authority	N/A	\$ 841,464
20	AIRPLANES GROUP Fluina Roche Aviation House Shannon Co. Claire, Ireland	Phone: 353 61 706392 Fax: 353 86 8166392	Trade - Aum Claims	C D	\$ 798,968

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
11	<b>UNITED HEALTHCARE</b>  Rory Dohy 22703 Network Place  Chicago, IL 60673-1227 USA	Phone: (813)818-5613  Fax: (813)854-3359	Trade - Medical & Dental	N/A	\$ 777,096
12	<b>THE ROYAL BANK OF SCOTLAND</b>  Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Phone: 020 7648 3814  Fax: 020 7615 0106	Trade - Aircraft/Deferred Payments	C  U D	\$ 753,908
13	<b>HONEYWELL INTERNATIONAL INC</b>  Lori Habeger 875 W Elliot Rd Ste 106  Tempe, AZ 85284 USA	Phone: (913)712-0400  Fax: (913)712-5867	Trade - Aircraft/Parts/Maintenance	N/A	\$ 687,911
14	<b>HAMILTON SUNDSTRAND</b>  Steven Gabscheid 4747 Harrison Ave.  Rockford, IL 61125 USA	Phone: (815)394-2945  Fax: (815)394-3558	Trade - Aircraft/Parts/Maintenance	N/A	\$ 608,642
15	<b>ROCKWELL COLLINS</b>  Brian J. Seeger 400 Collins Rd. Ne  Cedar Rapids, IA 52498 USA	Phone: (319)295-3293  Fax: (319)295-4092	Trade - Aircraft/Parts/Maintenance	N/A	\$ 585,646
16	<b>HIGHWOODS FORSYTH LTD PARTNERSHIP</b>  Allison Saucy 380 Knollwood Street Ste 430  Winston Salem, NC 27103 USA	Phone: (336)631-9000  Fax: (336)725-1969	Trade - Aircraft/Parts/Maintenance	N/A	\$ 575,746
17	<b>TOWERS PERRIN</b>  Mark Duncan 1500 Market Street  Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700  Fax: (416)960-2819	Trade - Other/Professional	N/A	\$ 567,848
18	<b>GREATER ORLANDO AVIATION AUTHORITY</b>  Patti Evers One Airport Blvd  Orlando, FL 32827 USA	Phone: (407)825-2017  Fax: (407)825-2259	Trade - Airport Authority	N/A	\$ 548,574
19	<b>HILLSBOROUGH COUNTY AVIATION AUTHORITY</b>  Ginny Brewer Tampa International Airport 3Rd Level  Tampa, FL 33607 USA	Phone: (813)870-8700  Fax: (813)875-6670	Trade - Airport Authority	N/A	\$ 502,340
20	<b>GOODRICH FAIRHOPE SERVICE</b>  Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerospace Grp Foley, AL 36535 USA	Phone: (251)952-3377  Fax: (251)952-3376	Trade - Aircraft/Parts/Maintenance	N/A	\$ 404,727

11) For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief

Date: August 11, 2002

Signature: /s/ David N. Siegel

Authorized Signatory

US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

**In re**

US Airways Group Inc

**Case No.** 02-

**Chapter** 11

**Debtor(s)**

**DECLARATION OF DIVISIONAL VENUE**

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one **box** only]:

**ALEXANDRIA DIVISION**

**Cities:**

- ☒ Alexandria-510  
☒ Fairfax-600  
☒ Falls Church-610  
☒ Manassas-6x3  
☐ Manassas Park-685

**Counties:**

- ☐ Arlington-013  
☒ Fairfax-OS9  
☐ Fauquier-061  
☐ Loudoun-107  
☐ Prince William-153  
☐ Stafford-179

**RICHMOND DIVISION**

**Cities:**

- ☒ Richmond (city)-760  
☒ Colonial Heights-570  
☒ Emporia-595  
☐ Fredericksburg-630  
☐ Hopewell-670  
☐ Peirrsburg-730

**Counties:**

- ☐ Amelia-007  
☐ Brunswick-025  
☐ Caroline-033  
☒ Charles City-036  
☐ Chesterfield-041  
☐ Dinwiddie-053  
☐ Essex-057  
☐ Goochland-075  
☐ Greenville-081  
☐ Hanover-085  
☒ Henrico-087  
☒ King and Queen-097  
☒ King George-099  
☐ King William-101  
☐ Lancaster-103  
☐ Lunenburg-111  
☐ Mecklenburg-117  
☐ Middlesex-119  
☐ New Kent-127  
☐ Northumberland-133  
☐ Nottoway-135  
☐ Powhatan-145  
☒ Prince Edward-147  
☒ Prince George-149  
☒ Richmond (county)-159  
☐ Spotsylvania-177  
☐ Surry-181  
☒ Sussex-183  
☐ Westmoreland-193

**NORFOLK DIVISION**

**Cities:**

- ☐ Norfolk-710  
☐ Cape Charles-535  
☒ Chesapeake-550  
☒ Franklin-620  
☒ Portsmouth-740  
☐ Suffolk-800  
☒ Virginia Beach-810

**Counties:**

- ☒ Accomack-001  
☐ Isle of Wight-093  
☐ Northampton-131  
☐ Southampton-175

**NEWPORT NEWS DIVISION**

**Cities:**

- ☐ Newport News-700  
☐ Hampton-650  
☐ Poquoson-735  
☐ Williamsburg-830

**Counties:**

- ☐ Gloucester-073  
☒ James City-095  
☐ Mathews-115  
☐ York-199

Date: August 11, 2002

/s/ Lawrence E Rifken

**Signature of Attorney or *Pro Se* Debtor**

- 3** There is a bankruptcy case concerning debtor's affiliate general partner, or partnership pending in this Division

**Signature of Joint Debtor** (if case is a joint case and debtors are not represented by an attorney)

## SECRETARY'S CERTIFICATE

*US Airways, Group, Inc.*

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002

/s/ Jennifer C. McGarey  
Jennifer C. McGarey

**RESOLUTIONS**  
**ADOPTED BY BOARD OF DIRECTORS OF**  
**US AIRWAYS GROUP, INC.**

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEKEAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Mcagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case,

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or



cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions:

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories ~~of~~ the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take or cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

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**Schedule A****Subsidiaries**

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc

Material Seniccs Company: Inc.



**BEFORE THE  
FEDERAL COMMUNICATIONS COMMISSION  
WASHINGTON, D.C. 20554**

**ORIGINAL**

In the Matter of

**US AIRWAYS, INC., DEBTOR-IN-  
POSSESSION,**

**File Nos. 0001027259 & 0001027256**

**ALLEGHENY AIRLINES, INC., DEBTOR-  
IN-POSSESSION,**

**File No. 0001027242**

**PSA AIRLINES, INC., DEBTOR-IN-  
POSSESSION,**

**File No. 0001027235**

**PIEDMONT AIRLINES, INC., DEBTOR-IN  
POSSESSION**

**File No. 0001027250**

Consolidated Petition for Waiver of §1.1102 of  
the Commission's Rules in Connection with  
Application Filing Fees Associated with  
Applications for Issuance of Aircraft Licenses  
Pursuant to §1.1117 of the Commission's Rules;

Request for Deferral of Payment of Application  
Filings Fees Pursuant to §1.1117 of the  
Commission's Rules and, in the alternative,  
waiver of §1.1117(e) of the Commission's  
Rules pursuant to §1.3 of the Commission's  
Rules.

To: Office of Managing Director

**CONSOLIDATED PETITION FOR  
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT**

US Airways, Inc., Debtor-in-Possession, Allegheny Airlines, Inc., Debtor-in-Possession,  
PSA Airlines, Inc., Debtor-in-Possession, and Piedmont Airlines, Inc., Debtor-in-Possession  
("Applicants"), pursuant to §1.1117 of the Commission's Rules and by their attorneys, hereby

seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced applications for issuance of aircraft licenses ("Applications"). The Applications were necessitated by US Airways, Inc.'s, Allegheny Airlines, Inc.'s, PSA Airlines, Inc.'s, and Piedmont Airlines, Inc.'s ("Licensees") August 11, 2002 bankruptcy filing which resulted in Applicants' Debtor-in-Possession status. Licensees hold aircraft licenses used in connection with their operations as commercial airlines, but must cancel such licenses as a result in the change of status.

In addition, Applicants requests a deferral of the obligation to pay the application filing fees upon filing of the Applications, pursuant to §1.1117(e) of the Commission's Rules as recently revised, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the consolidated waiver request described above

## **I. THE BANKRUPTCY**

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.<sup>1</sup> A copy of the bankruptcy filing ~~is~~ attached as **Exhibit I**. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft,

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<sup>1</sup>See *In re US Airways Group, Inc., et al. Debtors*, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Piedmont Airlines, Inc. ("Piedmont"), (3) US Airways, Inc. ("US Airways"), (4) Allegheny Airlines, Inc., (5) PSA Airlines, Inc. ("PSA"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties have filed *pro forma* applications for involuntary assignment of various wireless licenses to the debtor-in-possession entities, which were accompanied by similar requests for waiver.

## **II. THE PUBLIC INTEREST**

### **A. The Section 1.1117 Waiver Is In The Public Interest**

Applicants request that they be relieved from the requirement to pay the application filing fees that are associated with the Applications. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Applicants request relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra*. See also, *Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver: Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Applicants submit that the bankruptcy requires like treatment in the grant of the present consolidated waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). **As** set forth above, Licensees have filed for Chapter 11 bankruptcy and have been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of sixty-five thousand four-hundred dollars (\$65,400.00) for all FCC bankruptcy-related applications referenced herein.<sup>2</sup> This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because the restructuring is *apro forma* transaction and does not entail any real changes in control of the Licensees. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Applicants request grant of this consolidated waiver under §1.1117 of the Commission's Rules.

**B. The Fee Deferral Is In The Public Interest**

As revised effective as of September 11, 2002, §1.1117(e) of the Commission's Rules requires that carriers requesting deferral or a waiver of application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the consolidated waiver requested above, as described above, justify the deferral of the fee payments at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to the recent change pursuant to the Commission's

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<sup>2</sup> The fees for US Airways' applications for aircraft licenses amount to \$50,000 and \$1,200 Individually. The fee for Piedmont's application for an aircraft license amounts to \$7,000. The fee for Allegheny Airlines, Inc.'s application for an aircraft license amounts to \$4,000. The fee for PSA's application for an aircraft license amounts to \$3,200.

general waiver provisions as codified in §1.3 of the Commission's Rules. *See also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied*, 409 U.S. 1027 (1972)

### **III. CONCLUSION**

For all of the foregoing reasons, Applicants respectfully request that the Commission grant this consolidated petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Applications

Respectfully submitted,

By: Todd D Rosenberg

Todd D. Rosenberg

Richard J. Dyer

Counsel to US Airways, Inc., Debtor-in-Possession; Allegheny Airlines, Inc., Debtor-in-Possession; **PSA** Airlines, Inc., Debtor-in-Possession; and Piedmont **Airlines**, Inc., Debtor-In-Possession

Dated: September 13, 2002

O'Melveny & Myers, LLP  
1650 Tysons Boulevard, Suite 1150  
McLean, Virginia 22102  
Telephone: (703) 918-2720  
Facsimile: (703) 918-2704



## **EXHIBIT 1**

See attached bankruptcy petition.

<b>FORM 81</b> <b>United States Bankruptcy Court</b> <b>Easter n District of Virginia</b>		<b>Voluntary Petition</b>																						
Name of Debtor (if individual, enter Last, First, Middle): <b>US Airways Group, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First Middle)																						
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names)  <b>USAir Group, Inc</b>		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names)																						
Soc. Sec./Tax ID No. (if more than one, state all) <b>54-1194634</b>		Soc. Sec./Tax ID No. (if more than one, state all)																						
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>2345 Crystal Drive</b> <b>Arlington, VA 22227</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code).																						
County of Residence or of the Principal Place of Business <b>Arlington</b>		County of Residence or of the Principal Place of Business																						
Mailing Address of Debtor (if different from street address)		Mailing Address of Joint Debtor (if different from street address)																						
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____		<b>Chapter or Section of Bankruptcy Code Under Which          the Petition is Filed</b> (Check one box) <input checked="" type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																						
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input type="checkbox"/> Business		<b>Filing Fee</b> (Check one box) <input type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only ) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b). See Official Form No. 3.																						
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(c) (Optional)																								
<b>Statistical/Administrative Information</b> (Estimates only)* <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors		THIS SPACE IS FOR COURT USE ONLY																						
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>Estimated Number of Creditors</td> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>			Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>								
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**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s)  
**US Airways Group, Inc****FORM B1, Page****Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)Location  
Where Filed **None**

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)Name of Debtor  
**See Annex A**

Case Number

Date Filed

District

Relationship:

Judge:

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.]

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Signature of Debtor

Date

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

Signature of Attorney for Debtor(s)

Date

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No**Signature of Attorney**/s/ John Wm. Butler, Jr.  
Signature of Attorney for Debtor(s)John Wm. Butler, Jr.  
John K. Lyons  
Printed Name of Attorney for Debtor(s)Skadden, Arps, Slate,  
Meagher & Flom (Illinois)  
Firm Name333 West Wacker Drive  
Chicago, IL 60606  
Address(312) 407-0700  
Telephone NumberAugust 11, 2002  
Date**Signature of Attorney**/s/ Lawrence E. Rifken  
Signature of Attorney for Debtor(s)Lawrence E. Rifken (VSB No. 29037)  
Printed Name of Attorney for Debtor(s)McGuireWoods LLP  
Firm Name1750 Tysons Boulevard, Suite 1800  
McLean, VA 22102-4215  
Address(703) 712-5000  
Telephone NumberAugust 11, 2002  
Date**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

**X**

Signature of Bankruptcy Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 1256.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ David N. SiegelSignature of Authorized Individual  
David N. Siegel

Printed Name of Authorized Individual

Authorized Signatory, US Airways Group, Inc.

Title of Authorized Individual

August 11, 2002  
Date

**Annex A - Affiliate Debtors**

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc.
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. **PSA** Airlines, Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. **US** Airways Leasing and Sales, **Inc**
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

-----  
In re:

US Airways Group, Inc.,

Debtor. :  
-----x

Chapter 11

Case No. 02-\_\_\_\_\_

**Exhibit "A" to Voluntary Petition**

1. The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.
2. The following unaudited financial data is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a	Total assets	<u>\$7,807,000.000</u>
b	Total debts (Including debts listed in 2.c., below)	<u>\$7,830,000.000</u>
c	Debt securities held by more than 500 holders	<u>0</u>
d.	Number of shares of preferred stock:	<u>0</u> issued and outstanding <u>8,000,000<sup>1</sup></u> authorized
e.	Number of shares common stock	<u>68,133,000<sup>2</sup></u> issued and outstanding <u>150,000,000</u> authorized

3 Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USAI"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., Mid Atlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail.

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<sup>1</sup> Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

At April 30, 2002

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc  
601 Pennsylvania Avenue, N.W., Suite 900  
South Building  
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
ALEXANDRIA DIVISION

-----  
In re:

US Airways Group, Inc.,

Debtor.  
-----x

Chapter 11

Case No. 02-\_\_\_\_\_

**CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS**

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.<sup>1</sup>

This list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.<sup>2</sup>

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<sup>1</sup> The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

<sup>2</sup> The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

Name of Creditor and Complete Mailing Address		Creditor's Phone and Fax Numbers		Nature of Claim		U	D	Amount of Claim
J. P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Baltimore, BA 12010 USA		Phone: (412) 291-2080 Fax: (412) 751-9301		Unsecured Facilities Loan				\$ 71,140,000
Robert P. Hines, Jr. Financial Services Officer, Corporate Trust Rudney Square North 1100 North Market Street Wilmington, DE 19890 USA		Fax: (302) 636-4140		Payments			U D	
3 ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President, Operations Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Plano, TX 75024 USA		Phone: (972) 797-4069 Fax: (972) 605-4555		Trade - Contractual		C	D	\$ 46,909,431
4 STATE STREET BANK AND TRUST CO. E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA		Phone: (617) 662-1754 Fax: (617) 662-1456		Trade - Aircraft/Deferred Payments		C	U D	\$ 36,114,451
5 FIRST UNION NATIONAL BANK Robert L. Bice, II Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA		Phone: (704) 715-3021 Fax: (704) 374-6682		Trade - Aircraft/Deferred Payments		C	U D	\$ 16,285,791
6 GENERAL ELECTRIC CAPITAL CORP. Ron Wainshal GE Capital Aviation Services-Structured Finance 201 High Bridge Road Stamford, CT 06927 USA		Phone: (203) 316-7360 Fax: (203) 961-6906		Trade - Aircraft/Deferred Payments		C	U D	\$ 12,795,060
7 AIRLEASE Jad Mansour 555 California Street San Francisco, CA 94104 USA		Phone: (415) 765-1848 Fax: (415) 765-1817		Trade - Reum Claims		C	D	\$ 5,814,634
8 ALLEGHENY COUNTY AIRPORT Edward Mueller 1000 Airport Blvd. Pittsburgh, PA 15231 USA		Phone: (412) 472-5559 Fax: (412) 472-5725		Trade - Airport Authority		N/A		\$ 4,589,836
9 CITY OF PHILADELPHIA Leslie Turner Philadelphia International Airport Philadelphia, PA 19153 USA		Phone: (215) 937-5480 Fax: (215) 937-5480		Trade - Airport Authority		N/A		\$ 3,167,485
10 CITY OF CHARLOTTE AIRPORT Carrie Blackwell 5501 Re Josh Birmingham Parkway Charlotte, NC 28219 USA		Phone: (704) 359-4023 Fax: (704) 359-4950		Trade - Airport Authority		N/A		\$ 2,566,909



	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Amount of Claim
11	<b>LSG SKY CHEFS</b>  Mike Mesko 524 E Lamar Blvd  Arlington, TX 76011 USA	Phone: (817) 792-2303  Fax: (817) 792-2460	Trade - Food Service	N/A	\$ 2,542,873
12	<b>DEBIS</b>  Tim Bergin  100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (954) 760-7777  Fax: (954) 760-7716	Trade - Room Claims	C  D	\$ 1,830,017
13	<b>BOEING COMMERCIAL AIRPLANES</b>  Jennifer Bergsma 635 Park Ave. N. Mail Code Ms 6X Uj Airtel Cashier Ms 6X Cf Renton, WA 98055 USA	Phone: (206) 655-1131  Fax: (425) 237-3830	Trade - Aircraft Parts/Maintenance	N	\$ 1,297,012
14	<b>AIR CARGO INCORPORATED</b>  Jenny White 1819 Bay Ridge Ave  Annapolis, MD 21403 USA	Phone: (410) 280-5568  Fax: (410) 263-8208	Trade - Cargo Handling	N/A	\$ 1,269,841
15	<b>BOEING CAPITAL</b>  Scott Nicholson  500 Nades Ave Sw 3rd Floor Mc 6Y-14 Renton, WA 98055 USA	Phone: (425) 393-0970  Fax: (425) 393-2904	Trade - Aircraft/Deferred Payments	C  U D	\$ 1,090,000
16	<b>INTERBORO SCHOOL DISTRICT</b>  Pamela Powell Philadelphia International Airport Terminal E  Philadelphia, PA 19153 USA	Phone: (610) 461-6700  Fax: (610) 461-6700	Trade - Airport Authority	N/A	\$ 1,058,793
17	<b>FAIRCHILD DORNIER (NA)</b>  Ed Methot 10823 North East Entrance  San Antonio, TX 78216 USA	Phone: (210) 804-7719  Fax: (210) 824-3021	Trade - Aircraft Parts/Maintenance	N/A	\$ 907,030
18	<b>CHARLES SMITH COMMERCIAL REALTY</b>  Vicki Lauren 2345 Crystal Drive  Arlington, VA 22202 USA	Phone: (703) 769-1254  Fax: (703) 769-1190	Trade - Real Estate Services	N/A	\$ 893,382
19	<b>SAN FRANCISCO AIRPORTS COMMISSION</b>  Jess Balagena San Francisco International Airport 6th Floor Rm 644  San Francisco, CA 94128 USA	Phone: (650) 821-2843  Fax: (650) 821-2846	Trade - Airport Authority	N/A	\$ 841,464
20	<b>AIRPLANES GROUP</b>  Fiona Roche Aviation House  Shannon Co. Clare, Ireland	Phone: 353 61 706392  Fax: 353 86 8166392	Trade - Room Claims	C  D	\$ 798,968

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	Unsecured or Secured	Amount of Claim
21	<b>UNITED HEALTHCARE</b>  Rory Dwy 22705 Network Place	Phone: (813) 818-5613  Fax: (813) 854-3359	Trade - Medical & Dental	N/A	\$ 777,096
22	Chicago, IL 60673-1227 USA  <b>THE ROYAL BANK OF SCOTLAND</b>  Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5th Floor London, EC2M 3UR Great Britain	Phone: 020 7648 3814  Fax: 020 7615 0106	Trade - Aircraft/Deferred Payments	C	\$ 753,908
23	<b>HONEYWELL INTERNATIONAL INC</b>  Lori Habeger 875 W. Elgin Rd Ste 106  Tempe, AZ 85284 USA	Phone: (913) 712-0400  Fax: (913) 712-5867	Trade - Aircraft Parts/Maintenance	N/A	\$ 687,911
24	<b>HAMILTON SUNSTRAND</b>  Steven Gabscheid 4747 Harrison Ave.  Cedar Rapids, IA 52498 USA	Phone: (815) 394-2945  Fax: (815) 394-3558	Trade - Aircraft Parts/Maintenance	N/A	\$ 608,642
25	Brian J. Seeber 400 Collins Rd. Ne  Cedar Rapids, IA 52498 USA	Fax: (319) 295-4092	Trade - Aircraft Parts/Maintenance		\$ 500,000
26	<b>HIGHWOODS FORSYTH LTD PARTNERSHIP</b>  Allison Saucy 380 Krollwood Street Ste 430  Winston Salem, NC 27103 USA	Phone: (336) 631-9000  Fax: (336) 725-1969	Trade - Aircraft Parts/Maintenance	N/A	\$ 575,746
27	Mark Duncan 1500 Market Street  Philadelphia, PA 19102-4790 USA	Fax: (416) 960-2819	Professional		\$ 500,000
28	<b>GREATER ORLANDO AVIATION AUTHORITY</b>  Paul Evers One Airport Blvd  Orlando, FL 32827 USA	Phone: (407) 825-3017  Fax: (407) 825-2259	Trade - Airport Authority	N/A	\$ 548,574
29	<b>HILLSBOROUGH COUNTY AVIATION AUTHORITY</b>  Ginny Brewer Tampa International Airport 3RD Level  Tampa, FL 33607 USA	Phone: (813) 870-8700  Fax: (813) 875-6670	Trade - Airport Authority	N/A	\$ 502,340
30	Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerospace Group Kalamazoo, MI 49001 USA	Fax: (251) 952-3376	Trade - Aircraft Parts/Maintenance		\$ 500,000

[1] For the purposes of this list, the Debtor has not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtor's rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief.

Date: August 11, 2002

Signature: /s/ David N. Siegel

Authorized Signatory  
US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA

**In re**

US Airways Group, Inc

Case No. 02-

Chapter 11

**Debtor(s)**

**DECLARATION OF DIVISIONAL VENUE**

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

**ALEXANDRIA DIVISION**

**Cities:**

- ☐ Alexandria-510
- ☐ Fairfax-600
- ☐ Falls Church-610
- ☐ Manassas-6x3
- ☐ Manassas Park-685

**Counties:**

- ☒ Arlington-013
- ☐ Fairfax-059
- ☐ Fauquier-061
- ☐ Loudoun-107
- ☐ Prince William-153
- ☐ Stafford-179

**RICHMOND DIVISION**

**Cities:**

- ☐ Richmond (city)-760
- ☐ Colonial Heights-570
- ☐ Emporia-595
- ☒ Fredericksburg-630
- ☒ Hopewell-670
- ☐ Petersburg-730

**Counties:**

- ☐ Amelia-007
- ☐ Brunswick-025
- ☐ Caroline-033
- ☐ Charles City-036
- ☐ Cheslerfield-041
- ☐ Dinwiddie-053
- ☒ Essex-057
- ☒ Gloucester-073
- ☒ Greensville-081
- ☐ Hanover-085
- ☐ Henrico-087
- ☐ King and Queen-097
- ☐ King George-099
- ☐ King William-101
- ☐ Lancaster-103
- ☒ Lunenburg-111
- ☒ Mecklenburg-117
- ☐ Middlesex-119
- ☐ New Kent-127
- ☐ Northumberland-133
- ☐ Nottoway-135
- ☒ Powhatan-145
- ☐ Prince Edward-147
- ☐ Prince George-149
- ☒ Richmond (county)-159
- ☐ Spotsylvania-177
- ☒ Surry-181
- ☐ Sussex-183
- ☒ Westmoreland-193

**NORFOLK DIVISION**

**Cities:**

- ☐ Norfolk-710
- ☐ Cape Charles-535
- ☐ Chesapeake-550
- ☐ Franklin-620
- ☒ Portsmouth-740
- ☐ Suffolk-800
- ☐ Virginia Beach-X10

**Counties:**

- ☐ Accomack-001
- ☐ Isle of Wight-093
- ☐ Northampton-131
- ☐ Southampton-175

**NEWPORT NEWS DIVISION**

**Cities:**

- ☐ Newport News-700
- ☐ Hampion-650
- ☐ Poquoson-735
- ☐ Williamsburg-830

**Counties:**

- ☒ Gloucester-073
- ☐ James City-095
- ☐ Mathews-115
- ☐ York-199

**Date:** August 11, 2002

/s/ Lawrence E. Rifken

**Signature of Attorney or Pro Se Debtor**

- ☒ There is a bankruptcy case concerning debtor's affiliate general partner, or partnership pending in this Division

**Signature of Joint Debtor** (if case is a joint case and debtors are not represented by an attorney)

## SECRETARY'S CERTIFICATE

*US Airways, Group, Inc.*

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation, DO HEREBY CERTIFY, that attached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002, at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002

/s/ Jennifer C. McGarey  
Jennifer C. McGarey

**RESOLUTIONS**  
**ADOPTED BY BOARD OF DIRECTORS OF**  
**US AIRWAYS GROUP, INC.**

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other, and such resolutions have not been amended or rescinded and are now in full force and effect

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Mcagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law ~~*firm*~~ McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law ~~*firm*~~ O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed ~~or~~ delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses ~~as~~ in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take ~~or~~ cause to be taken all such further actions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.



**Subsidiaries**

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.